

Wingara AG Limited

ACN 009 087 469

Half-year Report - 30 September 2024

Wingara AG Limited
Appendix 4D
Half-year report

1. Company details

Name of entity: Wingara AG Limited
ACN: 009 087 469
Reporting period: For the half-year ended 30 September 2024
Previous period: For the half-year ended 30 September 2023

2. Results for announcement to the market

Revenues from ordinary activities	up	332%	to	\$2,632,980
Loss for the half-year from ordinary activities after tax attributable to the owners of Wingara AG Limited	down	65%	to	\$(763,492)

Dividends

There were no dividends paid, recommended or declared during the current half-year financial period.

Comments

The loss for the Consolidated Entity after providing for income tax amounted to \$763,492 (30 September 2023: \$2,180,719).

Please refer to Review of Operations on page 3 of the accompanying half-year financial report.

3. Net tangible assets

	Reporting period Cents	Previous period Cents
Net tangible assets per ordinary security	<u>0.41</u>	<u>0.78</u>

4. Audit qualification or review

Details of audit/review dispute or qualification (if any):

The financial statements were subject to a review by the auditors and the review report is attached as part of the Half-year Report.

5. Attachments

Details of attachments (if any):

The Half-year Report of Wingara AG Limited for the half-year ended 30 September 2024 is attached and includes all the information required by Listing Rule 4.2A.

6. Signed



Mr David Christie
Non-Executive Chairman
Melbourne
28 November 2024

Wingara AG Limited
Corporate directory
30 September 2024

Directors	Mr Marcello Diamante (Managing Director) Mr David Christie (Non-Executive Chairman) Mr Brendan York (Non-Executive Director)
Chief Executive Officer	Mr Marcello Diamante
Chief Financial Officer	Mr Giuseppe Rinarelli
Company secretary	Mr Giuseppe Rinarelli
Registered office	50 Ironstone Road Epsom, VIC 3551 Australia
Principal place of business	50 Ironstone Road Epsom, VIC 3551 Australia
Share and debenture register	Computershare Investor Services Pty Ltd Level 11, 172 St Georges Terrace Perth 6000 Australia 1300 55 70 10 (within Australia) +61 8 9323 2000 (overseas)
Auditor	William Buck Level 20, 181 William Street Melbourne Victoria 3000
Solicitors	Align Law Level 2, 306 Little Collins Street Melbourne Victoria 3000
Stock exchange listing	Wingara AG Limited shares are listed on the Australian Securities Exchange (ASX code: WNR)
Website	www.wingaraag.com.au

Wingara AG Limited
Contents
30 September 2024

Directors' report	3
Auditor's independence declaration	6
Consolidated statement of profit or loss and other comprehensive income	7
Consolidated statement of financial position	8
Consolidated statement of changes in equity	9
Consolidated statement of cash flows	10
Notes to the consolidated financial statements	11
Directors' declaration	14
Independent auditor's review report to the members of Wingara AG Limited	15

Wingara AG Limited
Directors' report
30 September 2024

The directors present their report, together with the financial statements, on the consolidated entity, consisting of Wingara AG Limited (referred to hereafter as the 'Company' or 'parent entity') and the entities it controlled at the end of, or during, the half-year ended 30 September 2024 (referred to hereafter as the 'Consolidated Entity').

Directors

The following persons were directors of Wingara AG Limited during the whole of the financial half-year and up to the date of this report, unless otherwise stated:

Mr Marcello Diamante – Managing Director
Mr David Christie – Non-Executive Chairman
Mr Brendan York – Non-Executive Director

Dividends

There were no dividends paid, recommended or declared during the current half-year financial period.

Review of results and operations

Consolidated Entity financial performance and reported results

Wingara AG Limited is an owner and operator of value-added, mid-stream assets specialising in the processing, storage and marketing of agriculture produce for export markets operating the JC Tanloden business from its site in Epsom Victoria.

The business saw improved revenue as a result of the operational improvements at the Epsom site and increased access to Oaten hay improving trading conditions. This translated into sales volumes during the period being significantly higher when comparing to the prior year, which was impacted by severe shortages in Oaten Hay from the 2022/23 season. However, the improvement in the 2023/2024 hay season was not enough to generate an operating profit as export pricing and demand for processed Oaten Hay continued to be subdued. The business implemented numerous cost reductions in the half year across both employee and operating expenses to preserve its cash balance.

Financial Metrics

Net debt and asset position:

The business is in a positive net cash position, with net cash at 30 September 2024 of \$831,256, compared to a net cash position of \$2,196,077 as at 31 March 2024. The change has been driven by the operating losses during the half year period in addition to repayment of lease liabilities.

	30 September 2024	31 March 2024	Change	Change
	\$	\$	\$	%
Net debt metrics				
Borrowings ¹	-	(70,869)	70,869	(100%)
Cash	831,256	2,266,946	(1,435,690)	(63%)
Net cash	831,256	2,196,077	(1,364,821)	(62%)
Net assets	1,095,394	1,858,886	(763,492)	(41%)

Financial position metrics

Total net assets have decreased by \$763,492 on 30 September 2024 from \$1,858,886 as at 31 March 2024. The working capital position was the significant driver of the change, which increased as the business has paid down prior period accounts payable balances.

Summary of financial position:

	30 September 2024	31 March 2024	Change	Change
	\$	\$	\$	%
Summary of financial position				
Cash	831,256	2,266,946	(1,435,690)	(63%)
Other current assets	21,844	157,536	(135,692)	(86%)
Property, plant and equipment	934,986	905,522	29,464	3%
Right-of-use assets	372,302	483,127	(110,825)	(23%)
Assets and working capital	2,160,388	3,813,131	(1,652,743)	(43%)

¹ Excludes impact of AASB 16 lease liabilities

Wingara AG Limited
Directors' report
30 September 2024

	30 September 2024	31 March 2024	Change	Change
Working capital ²	(663,206)	(1,363,701)	700,495	(51%)
Lease liabilities	(401,788)	(519,675)	117,887	(23%)
Borrowings	-	(70,869)	70,869	(100%)
Liabilities	(1,064,994)	(1,954,245)	889,251	(46%)
Total net assets	1,095,394	1,858,886	(763,492)	(41%)

Financial performance metrics

The Consolidated Entity's total revenues increased by 332% to \$2,632,980 (H1 FY24: \$609,574) reflecting the increased production volumes as the business completed the 2023/24 hay season. This change in volume has assisted in reducing the net loss for the period.

	30 September 2024	30 September 2023	Change	Change
	\$	\$	\$	%
<i>Summary of financial results</i>				
Operating revenue	2,632,980	609,574	2,023,406	332%
Gross profit	889,739	30,740	858,999	2,794%
EBITDA ³	(470,597)	(1,921,079)	1,450,482	76%
EBIT ³	(670,033)	(1,994,380)	1,324,347	66%
Loss after tax	(763,492)	(2,180,719)	1,417,227	65%

Operating cash outflows for H1 FY25 was \$1,150,094, which was a decrease on prior year by \$1,225,507 from H1 FY24 cash outflows of \$2,375,601.

The key drivers of the operating cash outflows for the period were: the EBITDA loss of (\$470,597) and a working capital increase of \$700,495.

	30 September 2024	30 September 2023	Change	Change
	\$	\$	\$	%
Financial Cash flow metrics				
Receipts from customers	2,546,234	2,018,148	528,086	26%
Payments to suppliers and employees	(3,648,671)	(4,377,019)	728,348	(17%)
Interest and other finance costs paid	(47,657)	(16,730)	(30,927)	185%
Net cash outflow from operating activities	(1,150,094)	(2,375,601)	1,225,507	(52%)

Outlook

Whilst H1 FY25 was challenging for the business despite the improved production volumes, our expectations are that the next 6 months will bring continued uncertainty for the fodder market with pricing pressures eroding margins and production volumes reducing on lower customer demand for Oaten Hay products.

The 2024 Oaten hay cutting season is almost complete with a good spread of hay quality being available however new season order commitments for 2025 are slow and sporadic.

Significant changes in the state of affairs

There were no significant changes in the state of affairs of the Consolidated Entity during the financial half-year.

² Working capital includes trade and other receivable, inventory, trade and other payables, contract liabilities and employee benefits.

³ Earnings before finance costs, tax and depreciation. Excludes 2024: finance costs \$268,992 and depreciation \$226,436 (2023: finance costs \$73,301 and depreciation \$186,339)

Earnings before finance costs and tax. Excludes 2024: finance costs \$268,992 (2023: finance costs \$73,301)

Matters subsequent to the end of the financial half-year

On 14 November 2024 the Company paused its hay processing activities at its Epsom site while new season contracts are being negotiated. The Company will continue to provide storage and marketing services to both farmers and customers using its existing infrastructure, strong network and capable team; including co-ordinating tolling contracts on other processor sites to maintain scale and efficiencies. As market conditions improve supply and demand pricing, the Company will recommence the processing element of its operations.

Other than the above, no other matter or circumstance has arisen since 30 September 2024 that has significantly affected, or may significantly affect the Consolidated Entity's operations, the results of those operations, or the Consolidated Entity's state of affairs in future financial years.

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this directors' report.

This report is made in accordance with a resolution of directors, pursuant to section 306(3)(a) of the Corporations Act 2001.

On behalf of the directors

A handwritten signature in dark ink, appearing to read 'D Christie', with a horizontal line extending from the end of the signature.

Mr David Christie
Non-Executive Chairman
28 November 2024

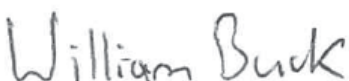
Lead Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

To the directors of Wingara AG Limited

As lead auditor for the review of Wingara AG Limited for the half-year ended 30 September 2024, I declare that, to the best of my knowledge and belief, there have been:

- no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the review; and
- no contraventions of any applicable code of professional conduct in relation to the review.

This declaration is in respect of Wingara AG Limited and the entities it controlled during the period.



William Buck Audit (Vic) Pty Ltd

ABN 59 116 151 136



R. P. Burt

Director

Melbourne, 28 November 2024

Wingara AG Limited
Consolidated statement of profit or loss and other comprehensive income
For the half-year ended 30 September 2024

		Consolidated	
		30	30
	Note	September	September
		2024	2023
		\$	\$
Revenue		2,632,980	609,574
Cost of sales		(1,743,241)	(578,834)
Gross profit		889,739	30,740
Other income		56,265	53,174
Expenses			
Corporate, administration and operating expenses		(482,796)	(692,610)
Freight expenses		(272,417)	(153,320)
Employee expenses		(714,057)	(937,452)
Foreign exchange gain /(losses)		(1,765)	9,264
Gain / (Loss) on disposal of property, plant and equipment		54,434	(230,875)
Loss before finance costs, tax and depreciation		(470,597)	(1,921,079)
Depreciation		(226,436)	(186,339)
Finance costs		(66,459)	(73,301)
Loss before income tax expense		(763,492)	(2,180,719)
Income tax expense		-	-
Loss after income tax expense		(763,492)	(2,180,719)
Loss after income tax expense for the half-year attributable to the owners of Wingara AG Limited		(763,492)	(2,180,719)
Other comprehensive income for the half-year, net of tax		-	-
Total comprehensive loss for the half-year attributable to the owners of Wingara AG Limited		(763,492)	(2,180,719)
		Cents	Cents
Loss per share attributable to the owners of the parent			
Basic and Diluted loss per share	6	(0.43)	(1.24)

The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes

Wingara AG Limited
Consolidated statement of financial position
As at 30 September 2024

	Consolidated	
	30	31 March
Note	September	2024
	2024	2024
	\$	\$
Assets		
Current assets		
Cash and cash equivalents	831,256	2,266,946
Trade and other receivables	493,365	647,410
Inventories	435,047	615,733
Other current assets	21,844	157,536
Total current assets	<u>1,781,512</u>	<u>3,687,625</u>
Non-current assets		
Property, plant and equipment	934,986	905,522
Right-of-use assets	372,302	483,127
Total non-current assets	<u>1,307,288</u>	<u>1,388,649</u>
Total assets	3,088,800	5,076,274
Liabilities		
Current liabilities		
Trade and other payables	1,160,816	1,656,740
Contract liabilities	326,935	780,604
Borrowings	-	70,869
Lease liabilities	272,696	262,984
Employee benefits	97,876	140,428
Total current liabilities	<u>1,858,323</u>	<u>2,911,625</u>
Non-current liabilities		
Employee benefits	5,991	49,072
Lease liabilities	129,092	256,691
Total non-current liabilities	<u>135,083</u>	<u>305,763</u>
Total liabilities	<u>1,993,406</u>	<u>3,217,388</u>
Net assets	<u>1,095,394</u>	<u>1,858,886</u>
Equity		
Issued capital	29,570,874	29,570,874
Accumulated losses	(28,475,480)	(27,711,988)
Total equity	<u>1,095,394</u>	<u>1,858,886</u>

The above consolidated statement of financial position should be read in conjunction with the accompanying notes

Wingara AG Limited
Consolidated statement of changes in equity
For the half-year ended 30 September 2024

Consolidated	Contributed equity \$	Share based payment reserves \$	Accumulated losses \$	Total equity \$
Balance at 1 April 2023	29,570,874	-	(23,533,146)	6,037,728
Loss after income tax expense for the half-year	-	-	(2,180,719)	(2,180,719)
Other comprehensive income for the half-year, net of tax	-	-	-	-
Total comprehensive income for the half-year	-	-	(2,180,719)	(2,180,719)
<i>Transactions with owners in their capacity as owners:</i>				
Dividend paid	-	-	(1,053,255)	(1,053,255)
Share based payments charge (note 4)	-	8,723	-	8,723
Total transactions with owners	-	8,723	(1,053,255)	(1,044,532)
Balance at 30 September 2023	29,570,874	8,723	(26,767,120)	2,812,477
Balance at 1 April 2024	29,570,874	-	(27,711,988)	1,858,886
Loss after income tax expense for the half-year	-	-	(763,492)	(763,492)
Other comprehensive income for the half-year, net of tax	-	-	-	-
Total comprehensive income for the half-year	-	-	(763,492)	(763,492)
<i>Transactions with owners in their capacity as owners:</i>				
Total transactions with owners	-	-	-	-
Balance at 30 September 2024	29,570,874	-	(28,475,480)	1,095,394

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes

Wingara AG Limited
Consolidated statement of cash flows
For the half-year ended 30 September 2024

	Consolidated	
	30	30
Note	September	September
	2024	2023
	\$	\$
Cash flows from operating activities		
Receipts from customers	2,546,234	2,018,148
Payments to suppliers and employees	(3,648,671)	(4,377,019)
Interest and other finance costs paid	(47,657)	(16,730)
Net cash used in operating activities	<u>(1,150,094)</u>	<u>(2,375,601)</u>
Cash flows from investing activities		
Payments for plant, equipment	(58,315)	(99,614)
Net proceeds from disposal of property, plant and equipment	-	12,676,898
Net cash (used in)/from investing activities	<u>(58,315)</u>	<u>12,577,284</u>
Cash flows from financing activities		
Payment of dividend	-	(1,053,255)
Repayment of borrowings	(71,681)	(8,637,685)
Repayment of lease liabilities	(155,600)	(139,620)
Net cash used in financing activities	<u>(227,281)</u>	<u>(9,830,560)</u>
Net increase/(decrease) in cash and cash equivalents	(1,435,690)	371,123
Cash and cash equivalents at the beginning of the financial half-year	<u>2,266,946</u>	<u>1,146,341</u>
Cash and cash equivalents at the end of the financial half-year	<u><u>831,256</u></u>	<u><u>1,517,464</u></u>

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes

Wingara AG Limited
Notes to the consolidated financial statements
30 September 2024

Note 1. General information

The financial statements cover Wingara AG Limited as a Consolidated Entity consisting of Wingara AG Limited and the entities it controlled at the end of, or during, the half-year. The financial statements are presented in Australian dollars, which is Wingara AG Limited's functional and presentation currency.

Wingara AG Limited is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business are:

Registered office & Principal place of business

50 Ironstone Road
Epsom, VIC 3551
Australia

The financial statements were authorised for issue, in accordance with a resolution of directors, on 28 November 2024.

Note 2. Material accounting policy information

These general purpose financial statements for the interim half-year reporting period ended 30 September 2024 have been prepared in accordance with Australian Accounting Standard AASB 134 'Interim Financial Reporting' and the Corporations Act 2001, as appropriate for for-profit oriented entities. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 'Interim Financial Reporting'.

These general purpose financial statements do not include all the notes of the type normally included in annual financial statements. Accordingly, these financial statements are to be read in conjunction with the annual report for the year ended 31 March 2024 and any public announcements made by the Company during the interim reporting period in accordance with the continuous disclosure requirements of the Corporations Act 2001.

The principal accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period, except for the policies stated below.

This half-year financial report may also include certain non-IFRS measures including earnings before finance costs, tax and depreciation (EBITDA), earnings before finance costs and tax (EBIT), net profit after tax (NPAT) and working capital. These measures are used internally by management to assess the performance of the consolidated entity and segments, to make decisions on the allocation of resources and assess operational management.

New or amended Accounting Standards and Interpretations adopted

The Consolidated Entity has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period. As a result, there was no impact to the financial statements.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

Going concern

During the period:

- the Consolidated Entity generated a loss after tax of \$763,492 (30 September 2023: \$2,180,719);
- had net operating cash outflows from operations of \$1,150,094 (30 September 2023: \$2,375,601);
- had net negative net current liabilities of \$76,811 (31 March 2024: \$776,000 net current assets); and
- had consolidated net assets of \$1,095,394 (31 March 2024: \$1,858,886).

These factors indicate a material uncertainty which may cast doubt as to whether the consolidated entity will continue as a going concern and therefore whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

Wingara AG Limited
Notes to the consolidated financial statements
30 September 2024

The Consolidated financial statements have been prepared on a going concern basis which assumes the Group will continue its operations and be able to meet its obligations as and when they become due and payable. The assumption is based on an analysis of the Consolidated Entity's ability to meet its future cash requirements using its projected and best estimate cash flows for 12 months past the date of this report having regard to:

- projected cash inflows and outflows for a period of twelve months from the date of approval of these financial statements;
- providing storage and marketing services to both farmers and customers while the processing activities of its Epsom site are paused;
- prudent management of costs in the Epsom facility and further cost reductions to operations as required throughout the forecast period;
- should processing be re-activated for the new hay season, the ability to obtain inventory finance (or equivalent) to aid seasonable fluctuations in working capital requirements;
- the further sale of assets as required;
- being able to raise additional capital funds through a capital raising if required; and
- pursuing other transaction opportunities in the Agricultural sector.

The forecast has been tested for sensitivity to reasonable possible outcomes over the forecast period and for the financial performance and position between 30 September 2024 and the date of signing of this report, with no issues noted.

In the event that the Consolidated Entity is unsuccessful in implementing the initiatives outlined above and included in its best estimate cash flows, that also may cast a doubt on the Consolidated Entity's ability to continue as a going concern.

The financial report does not include any adjustments relating to the amounts or classification of recorded assets or liabilities that might be necessary if the Consolidated Entity does not continue as a going concern.

Note 3. Operating segments

The business has one operating segment, acting as a product processor and marketer of agricultural products in Australia (Fodder Business). The entities operations are within Australia. The Consolidated Entity profit and loss and Consolidated Entity balance sheet reflect the necessary operation segment disclosures

Note 4. Share-based payments

A performance rights plan has been established by the Consolidated Entity and approved by shareholders at a general meeting, whereby the Consolidated Entity may, at the discretion of the Nomination and Remuneration Committee, grant performance rights over ordinary shares in the Company to certain key management personnel of the Consolidated Entity. The performance rights are issued for nil consideration and are granted in accordance with performance guidelines established by the Nomination and Remuneration Committee.

Performance rights

Set out below are summaries of performance rights granted under the plan:

Grant date	Expiry date	Exercise price	Balance at the start of the period	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the period
1/12/2021	31/05/2024	\$0.00	889,698	-	-	(889,698)	-
2/08/2023	31/05/2024	\$0.00	1,387,000	-	-	(1,387,000)	-
2/08/2023	31/05/2025	\$0.00	1,387,000	-	-	-	1,387,000
2/08/2023	31/05/2026	\$0.00	1,387,000	-	-	-	1,387,000
1/10/2023	31/05/2024	\$0.00	841,000	-	-	(841,000)	-
1/10/2023	31/05/2025	\$0.00	841,000	-	-	-	841,000
1/10/2023	31/05/2026	\$0.00	841,000	-	-	-	841,000
Total			7,573,698	-	-	(3,117,698)	4,456,000

The 4,456,000 performance rights existing as at 30 September 2024 were granted between 2 August 2023 and 1 October 2023, the valuation was based on the grant date of the rights and the fair value per right was \$0.042 for those granted 2 August 2023 and \$0.034 for those granted 1 October 2023.

Wingara AG Limited
Notes to the consolidated financial statements
30 September 2024

Note 4. Share-based payments (continued)

For any of the performance rights to vest, the employees must remain continuously employed by the Company to the expiry date of the grant. The number of rights that will vest will be based on the Consolidated Entity achieving the following vesting conditions for the 2025 and 2026 financial year, as follows:

Grant date	Expiry / Vesting date	Granted	Vesting condition 1 (50%)	Vesting condition 2 (50%)
2/08/2023	31 May 2025	1,387,000	Revenue > \$13.75m for FY25	EBIT > \$0 for FY 25
2/08/2023	31 May 2025	1,387,000	Revenue > \$13.75m for FY25	EBIT > \$0 for FY 25
1/10/2023	31 May 2026	841,000	Revenue > \$19.25m for FY26	EBIT > \$1.5m for FY 26
1/10/2023	31 May 2026	841,000	Revenue > \$19.25m for FY26	EBIT > \$1.5m for FY 26

The net expense arising from share-based payment transactions recognised during the financial period was \$nil (2024: \$8,723). There was no expense recognised in relation to the performance rights associated with FY25 and FY26 as the non-market performance hurdles have been determined as unlikely to vest.

During the period 3,117,698 performance rights expired as the vesting conditions were not met.

Note 5. Earnings per share

	Consolidated	
	30 September 2024	30 September 2023
	\$	\$
<i>Earnings/(loss) per share</i>		
Loss after income tax attributable to the owners of Wingara AG Limited	(763,492)	(2,180,719)
	Number	Number
Weighted average number of ordinary shares used in:		
calculating basic loss per share	175,542,504	175,542,504
calculating diluted loss per share	175,542,504	175,542,504
	Cents	Cents
Basic loss per share	(0.43)	(1.24)
Diluted loss per share	(0.43)	(1.24)

Note 6. Subsequent events after the reporting period

On 14 November 2024 the Company paused its hay processing activities at its Epsom site while new season contracts are being negotiated. The Company will continue to provide storage and marketing services to both farmers and customers using its existing infrastructure, strong network and capable team; including co-ordinating tolling contracts on other processor sites to maintain scale and efficiencies. As market conditions improve supply and demand pricing, the Company will recommence the processing element of its operations.

Other than the above, no other matter or circumstance has arisen since 30 September 2024 that has significantly affected, or may significantly affect the Consolidated Entity's operations, the results of those operations, or the Consolidated Entity's state of affairs in future financial years.

Wingara AG Limited
Directors' declaration
30 September 2024

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, Australian Accounting Standard AASB 134 'Interim Financial Reporting', the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes give a true and fair view of the Consolidated Entity's financial position as at 30 September 2024 and of its performance for the financial half-year ended on that date; and
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of directors made pursuant to section 303(5)(a) of the Corporations Act 2001.

On behalf of the directors

A handwritten signature in dark ink, appearing to read 'D Christie', with a horizontal line extending from the end of the signature.

Mr David Christie
Non-Executive Chairman
28 November 2024

Independent auditor's review report to the members of Wingara AG Limited

Report on the half-year financial report



Our conclusion

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the accompanying half-year financial report of Wingara AG Limited (the Company), and its subsidiaries (the Group) does not comply with the *Corporations Act 2001*, including:

- giving a true and fair view of the Group's financial position as at 30 September 2024 and of its financial performance for the half-year then ended; and
- complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

What was reviewed?

We have reviewed the accompanying half-year financial report of the Group, which comprises:

- the consolidated statement of financial position as at 30 September 2024,
- the consolidated statement of profit or loss and other comprehensive income for the half-year then ended,
- the consolidated statement of changes in equity for the half-year then ended,
- the consolidated statement of cash flows for the half-year then ended,
- notes to the financial statements, including material accounting policy information, and
- the directors' declaration.

Basis for conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*. Our responsibilities are further described in the *Auditor's responsibilities for the review of the financial report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

Material uncertainty related to going concern

We draw attention to Note 2 of the half-year financial report which indicates that the Group incurred a net loss of \$763,492 and net operating cash outflows of \$1,150,094 during the half-year ended 30 September 2024 and, as of that date, the Group's current liabilities exceeded its current assets by \$76,811. These conditions, along with other matters as set forth in Note 2, indicate the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern. Our conclusion is not modified in respect of this matter.

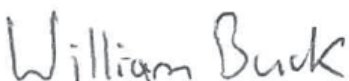
Responsibilities of the directors for the financial report

The directors of the Company are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the half-year financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

Auditor's responsibilities for the review of the financial report

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the Group's financial position as at 30 September 2024 and its performance for the half-year ended on that date, and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



William Buck Audit (Vic) Pty Ltd
ABN 59 116 151 136



R. P. Burt
Director
Melbourne, 28 November 2024